

## **EXTERNAL REVIEW OF COUNCIL EFFECTIVENESS**

### **1. Background**

- 1.1 The Committee of University Chairs (CUC) Higher Education Code of Governance (the CUC Code), published in December 2014 and revised in June 2018, requires Governing Bodies to ‘conduct a regular, full and robust review of their effectiveness and that of their committees.’ The Code requires that such reviews ‘must be conducted at least every four years with, as a minimum, an annual summary of progress towards achieving any outstanding actions arising from the last effectiveness review.’
- 1.2 Swansea University considered the CUC Code at its meeting on 23 March 2015 - Paper P1415-1155 refers. In the supporting paper, I note that the Code was for noting only and, in the minutes, Council ‘received’ the Code. Going forward, I would strongly recommend that Council formally approves the adoption of any changes to the Code and, in so doing, demonstrates a robust commitment to full compliance.
- 1.3 The Code was revised in June 2018 to take account of the Higher Education Senior Staff Remuneration Code. Council formally adopted the Remuneration Code at its meeting on 2 July 2018 and, in so doing, approved revised Terms of Reference for the Remuneration Committee. Council also approved the Remuneration Committee’s Annual Report for 2017-18 and a Statement on Senior Remuneration – Paper P1718-1342 refers.
- 1.4 The last external review was undertaken by Council in 2012-13 – Paper P1213-805 refers. The current status of the recommendations, included in the associated report, is set out in Appendix 1. Based on this update, it is evident that progress has been variable.

1.5 Council, at its meetings on 19 March and 2 July 2018, agreed to undertake a new external review of its effectiveness, with the support of an external adviser. I have been engaged by Swansea University in this capacity, with the objective of submitting a report for consideration by Council during the current academic year.

1.6 In undertaking this review, I would like to thank Louise Woollard and Sian Thomas for their help and support. This ensured that I had ready access to relevant documentation, including Council and Committee papers and minutes, and to governance information on the Charter, Statutes and Ordinances.

1.7 I would also like to thank members of Council for their active involvement in this review. Individual members willingly shared their views in an open and frank manner and this provided a rich seam of information and evidence for me to evaluate in formulating this report.

## **2. Methodology and Scope**

2.1 This review has been undertaken in accordance with the 'Framework for Identifying Governing Body Effectiveness in Higher Education.' This framework was the result of a joint project undertaken by the Leadership Foundation for Higher Education (LFHE) and the CUC. The framework has three main elements, all of which are inter-related – the enablers of an effective Governing Body; the outcomes of an effective Governing Body; and working relationships and Boardroom behaviour.

2.2 To inform my review, a survey questionnaire was issued to all members of Council by the Secretary in the summer of 2018 – Appendix 2 refers. This generated a very disappointing response with only one return received from the current Council membership. This issue of low response rates to effectiveness review surveys was identified in the 2012-13 report and remains a priority for action going forward. In this context, I would recommend that the electronic completion of these survey questionnaires is facilitated as the response rates to the regular internal reviews of Council, and its Committees, is also disappointing.

2.3 Given the above, all members of Council were offered the opportunity to have an individual meeting with myself, as the external adviser. I am pleased to report that

some 18 members of Council availed of this opportunity – 15 face to face meetings and three engagements by telephone. The Framework, referenced in Paragraph 2.1, was the template I adopted in ensuring a consistent approach during each of these meetings.

2.4 I also attended the meeting of Council on 25 March 2019 as an observer.

2.5 To further inform my review, I also had individual meetings with the Vice-Chancellor Elect; Registrar and Chief Operating Officer; Director of Finance; and the Secretary to Council.

2.6 I have also drawn on my own experience in a number of sectors, including higher education, in undertaking this review and in informing my report.

### **3. General Observations**

3.1 To underpin this effectiveness review, I have sought to adopt a ‘business as usual’ approach. It is clear to me, however, that the particular governance challenges being managed by Council have, in the past, impacted on working relationships between members of Council and between Council and senior management. Issues relating to confidentiality, an essential component of effective corporate governance and fully reflected in the Code of Practice for Council, have arisen and this impacted directly on how business was conducted.

3.2 Trust and confidence is being rebuilt and I am pleased to report that management and Council members are fully committed to realising this objective. Effective governance is essential to underpin any successful university and this requires the contribution of all Council members, individually and collectively, to be valued and respected. This also requires management to facilitate and enable Council members to optimise this contribution through the exercise of constructive challenge in discharging their responsibilities.

3.3 Whilst there was a broad consensus on a number of the major governance issues and challenges, it is not surprising that there was a diversity of views on the potential solution or way forward. This diversity of views is extremely healthy and positive and has ensured that my report is fully informed.

3.4 In using the Framework for Identifying Governing Body Effectiveness in Higher Education, I have prioritised the following areas in my review:

- (a) Size and Composition of Council
- (b) Appointment Process
- (c) Terms of Membership
- (d) Induction, Training and Development, and Appraisal
- (e) Functions/Responsibilities of Council and its Committees
- (f) Agenda and Reports
- (g) Corporate Plan and Monitoring Institutional Performance and Sustainability
- (h) Charter, Statutes and Ordinances
- (i) Other Issues

3.5 Proposals, in each of these areas, are set out in Sections 4-12 below.

#### 4. **Size and Composition of Council**

4.1 A significant majority of members support a reduction in the current size of Council and in the individual constituencies. The current membership of 28, of which three positions are currently vacant, is above the range of 12-25 members recommended in the CUC Code.

4.2 The ratio of external lay members to staff and students on the current Council, with an actual membership of 25, is 13:12. This is just compliant with the CUC Code but is not best practice, with the potential for this ratio to be in balance should a further vacancy arise within the lay member category. The ratio of external lay members to staff and students, if the current Council was fully populated, would be 16:12 – there are currently three vacancies within the lay membership, including the position of Treasurer.

4.3 Taking full account of the CUC Code, practice elsewhere in the sector and the views of Council members, I would suggest a potential membership model as set out in the table below.

<b>Constituency</b>	<b>Current Position</b>	<b>Proposed Model</b>
Statutory Officers	Chancellor	-
	Pro-Chancellors - 2	Pro-Chancellors - 2
	Treasurer	Treasurer
Senior Management	Vice-Chancellor	Vice-Chancellor
	Pro-Vice-Chancellors - 3	-
Co-Options	6	9
Court	6	-
Senate	Professorial - 2	Professorial - 1
	Non- Professorial - 2	Non-Professorial - 1
Staff	2	2
Students	2	President of Students' Union
<b>Total</b>	<b>28</b>	<b>18</b>
<b>External : Internal Ratio</b>	<b>16:12</b>	<b>12:6</b>

4.4 The proposed model, set out above, is fully compliant with the CUC Code. Senate, staff and students continue to be represented on Council, with senior management represented through the Vice-Chancellor, as Chief Executive and Accounting Officer.

4.5 The proposed model does not include the Chancellor as a member. Whilst there is no exemplar membership model adopted throughout the sector in relation to this position, there is merit and benefit in the Chancellor being outside the formal governance structure. This enables the Chancellor to be not only an advocate and ambassador for the University, but is also available to provide counsel and advice when required and, in particular, to the other statutory officers.

4.6 The proposed model does not include any members appointed directly by the Court. I fully recognise that these members make a full and valuable contribution to Council, and its Committees, but their appointment is entirely outside the remit of the Nominations Committee. I will focus on this issue in more detail in Section 5 but, in line with the CUC Code, the Nominations Committee should lead and advise on the

appointment of all lay members, taking due account of the skills, competencies and experience required on Council. The proposed model addresses this issue and increases the number of co-options from six to nine.

4.7 The membership of Court offers a potential pool of high quality external lay members, with a clear interest and commitment to Swansea University and its success. Applications for membership of Council, and its committees, should be actively encouraged from a diverse range of sources, including Court, by the Nominations Committee. These sources should include the private and public sectors and, in particular, business, commerce, education, health, the voluntary and charitable sectors, the professions and, of course, the Alumni.

4.8 In relation to the staff constituency, there may be merit in holding elections for these two appointments. This would ensure that all employees have the opportunity to directly participate in the appointment process.

4.9 Based on the proposed membership model set out in the table above, I would recommend a quorum of seven for Council, of whom at least four must be external lay members.

## **5. Appointment Process**

5.1 Specific appointment processes are currently initiated, on the advice of the Nominations Committee, to fill the four Statutory Officer positions on Council. Going forward, Council may wish to formally establish a Special Committee, with an approved membership and appointment process, to bring forward recommendations in respect of these positions – Chancellor; Pro-Chancellors; and Treasurer.

5.2 There is an early opportunity to establish such a Special Committee to initiate the appointment process to fill the Pro-Chancellor position which will become vacant later this year. It will be for the Special Committee to determine how best to take this process forward but identifying suitable candidates amongst the University's extensive external network will be extremely important. Due account will also require to be taken of Council's consideration of this report and the need to ensure an orderly and seamless transition to a potential new reconstituted Council.

- 5.3 The Nominations Committee currently has responsibility for the six co-options on Council. This represents only 50% of the remaining lay members (12) and 25% of the remaining full membership of 24. It follows that there is the potential for an imbalance in the skills set on Council, with a deficit or surplus in relation to the specific skills, competencies and experience required for Council to effectively discharge its responsibilities. This risk is magnified when there are vacancies in the co-opted category and this is currently the position with two of the six positions unfilled.
- 5.4 The proposals in this report ensure that the Nominations Committee has responsibility for leading the recruitment of all lay members. In discharging this responsibility, the Committee must continue to 'have due regard to skills, gender balance and wider diversity issues within the context of the requirements of the Council and the University.' Specific targets have been set in relation to the gender balance and these will continue to require special attention by the Nominations Committee.
- 5.5 In recruiting lay members, it is essential that the process is fully transparent and that the practice of external recruitment through public advertisement continues. The recruitment documentation should inspire individuals to apply, emphasising the University's full commitment to effective corporate governance and the essential, and valuable, contribution of lay members in delivering this outcome.
- 5.6 My review has not, within the time available, enabled me to consider, in detail, the membership and Terms of Reference of the individual Committees – Section 8 refers. I would observe, however, that best practice in relation to the Nominations Committee would make provision for independent lay assessors to be included in the membership.
- 5.7 In reconstituting Council every four years (Section 6 refers), it is important that the Nominations Committee takes full account of the contribution and performance of individual members in considering whether those eligible should be appointed for a second term. This evaluation will, of course, be informed by the appraisals/reviews undertaken by the Chair of Council (Sections 7.10-11 specifically refer), attendance record and the particular circumstances of the individual member. Maintaining continuity in membership and retaining knowledge and experience is extremely important in underpinning effective governance and in supporting the introduction of new members to Council and its Committees.

5.8 The recruitment and retention of high quality and committed lay members is critical. Given the current vacancies, including the position of Treasurer, it is clear that recruiting new lay members is proving extremely challenging and this will require a renewed focus and priority. In this context, the issue of remuneration will require careful consideration, taking due account of best practice in the sector, emerging CUC guidance and any specific conditions associated with being a charity registered with the Charity Commission.

5.9 In the event that Council decides to remunerate external lay members, payment should be commensurate with the duties of individual members, recognising the differential responsibilities and time commitment required of the Statutory Officers and Chairs.

## **6. Terms of Membership**

6.1 Under Statute 5.1.4, membership of Council 'shall normally be restricted to two successive terms' of four years. An analysis of the current Council membership indicates that, excluding the Vice-Chancellor, three members, including the Chair of Council, are in their third term of four years. Of the remaining 21 current members, including the two student members, 16 are in their first term and five in their second term.

6.2 This profile is unusual and evidences, in my view, a potential problem with the current model of rolling membership. Members, both new, continuing and discontinuing, join and leave Council on an ongoing basis. This makes building Board coherence and shared ownership, knowledge and understanding of the University's vision, strategy, objectives, target outcomes and institutional challenges, extremely difficult. This is best illustrated by an analysis of the members serving their first term – of these 16, only the two student representatives share a starting date.

6.3 I believe that the current model impacts negatively on a number of issues, including Board behaviour, induction etc., and I will comment further on these below.

6.4 To address this issue, I strongly recommend that the current model of rolling membership is discontinued. This should be replaced by a system which formally



reconstitutes Council, and its Committees, every four years. The appointment of the Statutory Officers, taking due account of succession planning, would be fully aligned with this new system. The objective must be to appoint a full-term Council with the right skills, competencies, experience and diversity, and with an appropriate balance between continuing and new members.

6.5 In accordance with the CUC Code, I would also recommend that members serve a maximum of two terms of four years. This will require a minor amendment to the current Statute and will ensure full compliance with best practice. This issue was also highlighted in the annual Institutional Risk Review Letter from HEFCW, dated 19 October 2018. In this letter, HEFCW commented that ‘the long tenure of appointments within the governance structure needs to be addressed’ – Paper P1819-487, considered by Council at its meeting on 26 November 2018, refers.

6.6 Council can still make provision to enable lay members to apply for a statutory position, with their previous service not counting against the potential length of this new appointment.

6.7 I also note that Council, in December 2015, created an ‘Honorary Governor’ category. To ensure full compliance with best practice and the recommendation in Section 6.5, it is important that Honorary Governors are not involved in the governance of the University. Council may, indeed, wish to consider whether this title and role is required going forward.

## **7. Induction, Training and Development, and Appraisal**

7.1 Members commented favourably on the current induction process facilitated by the Secretary to Council. However, because of the issues I have identified in Section 6, this has been very much an individual induction with little or no opportunity for a shared experience and the associated benefits which would accrue through such an event. Many members, both external and internal, commented that their first opportunity to meet other members was at their first meeting of Council.

7.2 The proposals in Section 6, relating to the reconstitution of Council every four years, would facilitate an inclusive induction event, enabling all members to meet as a unified Board in advance of the formal cycles of business. The format of this induction should

be shaped and informed by input from Council members, recognising the need to fully understand their responsibilities as trustees and governors, both individually and collectively. Induction is also an opportunity for the Vice-Chancellor to outline the University's vision and strategy within a regional, national and international context.

7.3 Based on my own experience, induction events also benefit enormously if the programme includes a perspective from a continuing lay member (i.e. a member beginning their second term) and an external perspective from an expert in corporate governance. This external perspective should be anchored in real case studies which bring into sharp focus the responsibilities and professional standards required of Council members and the unfortunate consequences when governance fails.

7.4 In terms of ongoing training and development, members are encouraged, and supported, in availing of development opportunities through AdvanceHE and HEFCW. This practice should continue and be supplemented, where appropriate, with bespoke training for specific committees e.g. Audit Committee; Remuneration Committee. Development needs may also be identified through the appraisal process and these can be coordinated by the Secretary to Council.

7.5 To supplement the initial induction event, it is important that a Council Away Day is programmed into the annual cycle of business. To gain commitment from members, the programme for the Away Day must be led and owned by Council itself. All members that I engaged with were fully supportive of such a development and recognised this as a further enabler in building coherence, confidence, trust and understanding amongst Council members. The Away Day should incorporate a dinner, preferably on the evening before, hosted by the Chair of Council.

7.6 This Away Day would be separate from any joint event with senior management, unless Council determines that this model is the most appropriate format to generate value for Council members, individually and collectively. I specifically make this comment given that the last event of this nature was a Joint Council and Senior Management Away Day on 9 October 2017.

7.7 I would also recommend that the Chancellor and Vice-Chancellor jointly host, on an annual basis, a lunch/dinner for members of Council. This is an opportunity, outside of the formal governance structures, to acknowledge and thank members collectively for their invaluable work and contribution.

7.8 The current practice of holding Information and Advisory Sessions, prior to meetings of Council, is extremely useful and should continue. It is, of course, important to maintain a proper balance between presentation and discussion, with the latter of greatest benefit.

7.9 Additional opportunities should also be provided for Council members to engage with staff and students outside of the formal governance structures and of ceremonial type events e.g. Graduation. In so doing, this will enhance the visibility and understanding of the important role of Council and enable individual members, utilising their expertise and experience, to add value to activities across the University, both academic and student related. From my meetings, it is evident that a number of Council members, based on their own initiative, are positively engaged and this is to be encouraged. Building constructive partnerships, formal and informal, internal and external, are extremely important in delivering the University's mission and Council members represent an important resource in this context.

7.10 In line with the CUC Code, it is good practice for the Chair to have a regular appraisal meeting with all members of Council. Whilst the CUC Code recommends an annual appraisal, I would suggest that biennial is appropriate. I would also recommend that this takes the form of a review and a shared opportunity for the Chair and member to discuss issues of mutual interest and concern – in each four-year term, members would have two one-to-one review meetings with the Chair. To facilitate this process, I have set out, in Appendix 3, potential topics which might be covered in these review meetings.

7.11 A summary of the key issues arising from these review meetings, including potential areas requiring development support, would be the subject of discussion during the relevant Away Day programme. The review process will also inform the Nominations Committee in determining whether individual lay members should be appointed for a second term. The appraisal/review process itself should be facilitated and managed by the Secretary to Council.

## **8. Functions/Responsibilities of Council and its Committees**

- 8.1 The current Scheme of Delegation, originally approved in 2012, is reviewed on a regular basis but there has been little change in the intervening period. In addition, Council and its Committees review their Terms of Reference on a regular basis to ensure that these remain appropriate and fit for purpose.
- 8.2 I have undertaken a very limited review of the Scheme of Delegation and the Terms of Reference of Committees. Based on this limited review, I would recommend that the Scheme of Delegation, which is currently very high level, is updated to become a comprehensive, stand-alone reference document. The updated Scheme of Delegation would set out clearly the matters for decision and approval which are reserved for Council, often on receipt of a recommendation from a subsidiary Committee, and those matters which have been formally delegated to each of the Committees, including Senate. This updated Scheme of Delegation, which should continue to be reviewed annually, will provide Council and Committee members, including co-opted members, with absolute clarity on responsibilities and where final decisions are made within the governance structures of the University.
- 8.3 The current Terms of Reference of the Committees are also quite minimalist in approach. In parallel with the update of the Scheme of Delegation, the Terms of Reference should be reviewed holistically to ensure that these properly capture and incorporate the roles and responsibilities of each committee. In particular, the review should ensure that core governance issues are explicitly recognised and referenced. Based on my limited review, I will illustrate with some such examples – Academic Standards and Quality Assurance; Quality Enhancement Review; Bribery; Corruption; Whistleblowing; Subsidiary Companies; Acceptance/Refusal of Gifts, Endowments and Legacies; and Naming of Buildings and Facilities.
- 8.4 In line with the recommendations on the size and composition of Council, the membership of Committees will also require a fundamental review to give effect to the final decision of Council, following its consideration of this report.
- 8.5 In this context, I would recommend the establishment of a Membership Committee with the sole responsibility of selecting individuals for membership of those

Committees on which Council is represented. In undertaking this task, the Membership Committee would take account of the experience, expertise and declared preferences of individual Council members and seek to balance these with the needs of each Committee. The Membership Committee would also seek to ensure a distribution of the committee workload over all members, taking due account of the need to maintain an appropriate balance between external and internal members, new and continuing members. The Membership Committee should also allocate external co-opted non-Council members, appointed through the Nominations Committee, as part of this process. In line with my recommendations in Section 6, this process would be undertaken every four years following the reconstitution of Council.

8.6 As already highlighted, the primary focus of this review has not been the functions/responsibilities of individual Committees. However, taking due account of issues raised during my meetings and a high level review of the current documentation, I would make a small number of observations which Council may find helpful. These are in addition to Paragraph 8.3 and are set out in Paragraphs 8.7 – 8.11 below.

8.7 Finance Committee – Council’s Statement of Primary Responsibilities emphasises, quite rightly, the importance of integrated strategic planning, of ensuring institutional sustainability and in monitoring institutional performance. In this context, I would recommend that Council considers broadening the remit of the Finance Committee to become a Planning and Finance or Planning and Resources Committee. In so doing, this would enable the Committee to ensure that input and output strategies are fully aligned and not in conflict. It will also more explicitly link the work of the senior management team to the governance structures of the University. This development would also address the concerns of Council members in relation to integrated forward planning. Members commented, in particular, on capital developments and the need for an Estate Strategy which supports and enables delivery of the approved Academic Plan, taking full account of affordability as identified in the approved Financial Strategy.

8.8 Human Resources Policy Committee – the requirement for this Committee was raised in the 2012-13 external review. Given the importance of equality and diversity issues, including gender pay, gender representation, Athena SWAN, Race Charter Mark, Welsh Language, widening participation and social mobility, Council may wish to consider

transitioning this Committee explicitly into this wider domain. This would clearly demonstrate Council's full commitment to promoting and delivering on these objectives and to ensuring that progress is robustly measured and monitored on an ongoing basis.

8.9 In terms of other significant policy issues relating to people and culture, the Human Resources Policy Committee does not appear to be active in these areas – examples would include staff recruitment and retention; turnover; absenteeism; and the Staff Survey and associated Action Plan. In potentially transitioning the Committee to a broader and more explicit equality and diversity remit, due account should also be taken of these policy and reputational issues.

8.10 Nominations Committee – the Terms of Reference should be extended to include specific responsibility for the appointment of Directors to subsidiaries of, or ventures associated with, Swansea University.

8.11 Remuneration Committee – the Terms of Reference should, in my view, be extended to include specific responsibility for the consideration of external appointments involving members of the senior management team. This responsibility would include the approval/non-approval of such appointments and whether any remuneration, attaching to such appointments, should be retained.

## **9. Agenda and Reports**

9.1 As might be expected, there were strong and diverse views expressed on the format of the current agenda for Council and on the associated papers. In informing my recommendations in this area, I have reflected carefully on these views and taken full account of the documentation which currently supports the operation of Council and its Committees. I have also drawn on my experience as an observer at the meeting of Council on 25 March 2019.

9.2 The current agenda seeks to enable Council and individual members to prioritise the business and, accordingly, the time allocated to specific items. I fully understand the objective in categorising business into Sections A, B, and C but, in my view, this may be counterproductive. It is important that members feel enabled and empowered to

engage on all agenda items, regardless of category, and this is not currently the position. Indeed, members are required to contact the Secretary to Council in advance of the meeting in relation to Section B items. As many members highlighted, this does not encourage or facilitate engagement and also does not recognise that personal commitments may only allow members to read papers over the weekend in advance of Council itself.

9.3 There was consensus that the current agenda is much too long and includes a number of standard reports which are for information only – Retirements and Resignations is one example. I would recommend that such reports are not included on the agenda but are made available on a dedicated portal for Council which members can access as, and when, required. In this context, I understand that management is currently investigating the acquisition/development of a platform to support the effective operation of meetings, both for governance and management, and I strongly support such a development.

9.4 In my view, the current agenda lacks coherence and an explicit link to the governance and management structures of the University. It is also extremely beneficial for Council to own the agenda items and this can be achieved by the respective Chairs of each Committee presenting a formal report. Each Committee report should categorise business into matters requiring decision and approval by Council; matters delegated to that Committee and decisions taken; and matters for report. This links directly to my earlier comments on the Scheme of Delegation in Section 8.

9.5 Taking account of the above issues, I have presented in the table below the format of a potential new agenda, linked explicitly to the existing governance structure.

	<b>AGENDA</b>	
1.	Welcome	
2.	Apologies	
3.	Business from the Chair	
4.	Minutes of the Previous Meeting held on 25 March 2019	Council/M/19/1
5.	Matters Arising from the Minutes	
6.	Vice-Chancellor's Business	Council/P/19/1

7.	Report of Senate	Council/P/19/2
8.	Report of Finance Committee	Council/P/19/3
9.	Report of Audit Committee	Council/P/19/4
10.	Report of Remuneration Committee	Council/P/19/5
11.	Report of Human Resources Policy Committee	Council/P/19/6
12.	Report of Nominations Committee	Council/P/19/7
13.	Date of Next Meeting – xx-xx-2019	

9.6 In presenting their reports, it is entirely appropriate for individual Chairs to call upon the relevant senior officer to present a particular item or to respond to questions/comments from Council members. The respective Chair should, however, move any specific recommendations and the adoption of the Committee's report.

9.7 I fully appreciate that this format, and the associated reporting, is radically different to the current model. I strongly believe, however, that the benefits of adopting this approach will be very significant for both Council and senior management and, most importantly, will further enhance corporate governance.

9.8 In addition, it is good practice for the Statutory Officers and Committee Chairs to meet with the Vice-Chancellor and the secretariat during each cycle of business, concluding with the meeting of Council itself. In dealing with exceptional matters which require urgent action by Council outside the approved schedule of meetings, this would also be an appropriate forum to effectively discharge this function.

9.9 I recognise that there are other Committees which currently report directly to Council. These include: Safety, Health and Environmental Dual Assurance Group; Staff Consultative Committee; Student Partnership and Engagement Committee; and the University Management Board. I would strongly suggest that these Committees, if retained, should report through the most appropriate core Committee, with any important issues included in the associated report to Council.

9.10 To work effectively, each agenda item for Council must be supported by a comprehensive report which is circulated with the papers, one week in advance of the meeting itself. The order of the agenda gives prominence and priority to the work of



Senate. The report from the Vice-Chancellor enables Council to be updated on: progress against the Corporate Plan objectives; developments in higher education, at national and international level, and their likely impact on the University; and potential new initiatives/projects under early consideration by the senior management team.

9.11 The new approach will, in my view, build further confidence amongst all stakeholders, internal and external, in the governance structures and their operation. It will also, hopefully, lead to greater recognition that effective governance adds real value and supports the University deliver on its ambitious Strategic Plan.

9.12 The proposed model, to be successful, will impose a discipline on senior management and on the Secretary to Council to ensure that internal programmes of work are fully aligned with the approved governance cycles of business. The University currently operates on an annual governance cycle but I would recommend that this migrates, at the earliest opportunity, to a rolling 3-year cycle. This will benefit members enormously, giving full visibility on diary commitments for three years going forward.

## **10. Corporate Plan and Monitoring Institutional Performance and Sustainability**

10.1 In the CUC Code, one of the key responsibilities of Council is to ensure ‘sustainability by working with the Executive to set the institutional mission and strategy. It must rigorously assess all aspects of the institution’s sustainability, using an appropriate range of mechanisms, which include relevant key performance indicators (KPIs), not just for the financial sustainability of the institution but also for its impact on the environment.’

10.2 The CUC Code further states that, in meeting this requirement, Council must be clear how institutional performance is measured, and identify what institutional level KPIs and other performance measures are to be adopted within a risk-based framework and to monitor these on a regular basis. The CUC Code further suggests that an annual performance report, including appropriate benchmark data, will enable Council to discharge this responsibility.

10.3 Council currently receives a number of performance updates in relation to the approved Strategic Plan. Prior to 2018, an annual report was received on League

Tables and the Balanced Scorecard. In 2018, Council considered a report on University League Table Performance only at its meeting on 8 October 2018.

- 10.4 Regular reports are received on the University's financial position and on student recruitment. In addition, an Annual Sustainability Assurance Report is approved by Council on an annual basis. This is based on financial KPIs only which is not compliant with the CUC guidance - the report, relating to 2017-18, remains outstanding pending approval of the associated Financial Statements.
- 10.5 The Strategic Plan 2020 was approved by Council on 3 July 2017. This was followed up by a report, considered by Council at its meeting on 27 November 2017, which set out the key metrics which would be used to measure progress on the delivery of Strategic Plan 2020 – Paper P1718-494 refers. Reports were to be presented on a biannual basis but, to date, no progress reports have been presented to Council.
- 10.6 Council also receives, on an annual basis, a Strategic Planning and Engagement Document (SPED) which is submitted to HEFCW. The last report, in respect of 2017-18, was approved by Council at its meeting on 26 November 2018 – Paper P1819-497 refers.
- 10.7 In my discussions with Council members, it is clear that discharging the responsibilities associated with performance management is extremely challenging. I was struck by the desire of all members to have access to an annual comprehensive performance management report which captures all the core activities of the University in one document and objectively evaluates performance on the basis of quantitative and qualitative data. Such an integrated performance report would enable Council to evaluate and monitor performance against approved targets, benchmarked against the University's peer group and against national and international comparators.
- 10.8 In this context, I would strongly recommend the adoption of the guidance issued by the CUC in its report – Monitoring of Institutional Performance and the use of Key Performance Indicators (KPIs). This report identifies ten top-level indicators to assess and evaluate performance. These are set out in the table below.

	<b>Top-Level Summary Indicators ('super KPIs)</b>
1.	Institutional Sustainability
2.	Academic Profile and Market Position
	<b>Top-Level Strategic Indicators of Institutional Health</b>
3.	Student Experience and Teaching and Learning
4.	Research
5.	Knowledge Transfer and Partnerships
6.	Financial Health
7.	Estates and Infrastructure
8.	Staff and Human Resource Development
9.	Governance, Leadership and Management
10.	Institutional Projects

10.9 It is important to recognise that KPIs will never be 'perfect' or 'finished'. This is an 85% activity, where Council needs performance reported against a portfolio of agreed indicators which are aligned with the University's ambition and Strategic Plan.

10.10 The assessment of performance in each area requires the interpretation of a mixed body of evidence and is a 'composite of both numerical and qualitative judgements.' The Corporate Performance Management Report must be linked and integrated with other key processes, including strategic planning, academic planning, financial planning, estates planning, risk management and corporate governance.

10.11 The CUC Report recommends that performance, on each of the ten high-level indicators, is evaluated and colour coded based on the following definitions.

<b>Green</b>	This is on track, low risk
<b>Amber-Green</b>	This is broadly on track with some concerns which need to be addressed
<b>Amber</b>	Some significant concerns which could be damaging if not addressed, medium risk
<b>Red</b>	Serious concerns threaten this area, high risk to the institution's overall performance

- 10.12 The assessment of each high-level indicator is supported by a portfolio of evidence, including quantitative KPIs and qualitative statements on performance. Each supporting KPI is also evaluated and given a colour coded assessment – the evidence to support this evaluation should include: current year performance; performance in the two previous years; and comparisons against an approved target or external benchmark.
- 10.13 The Corporate Performance Management Report should also easily enable Council to monitor not only the current status but also the ‘direction of travel’

previous	current	e.g.	A	AG
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## 11. Charter, Statutes and Ordinances

- 11.1 The Secretary to Council has confirmed that a comprehensive review of the instruments of governance is planned. This is a major piece of work which will, of course, be shaped and informed by Council’s consideration of this report.
- 11.2 In briefly reviewing the current constitutional framework, I would observe that the Ordinances do not easily facilitate the operationalisation of the Charter and Statutes. Additional regulations/procedures are required and these are not all currently in place.
- 11.3 This is best illustrated by the recent process to appoint the Vice-Chancellor. In line with best practice, a detailed regulation/procedure, approved by Council, would already have been in place to support Ordinance 2.4.1. This regulation/procedure would have been automatically triggered and the resulting disquiet amongst members of Council, Senate and the wider University community, generated by the actual process adopted, would have been avoided.
- 11.4 In taking forward the comprehensive review referenced in Paragraph 11.1, the objective and target outcome must be the efficient and effective operation of the Statutes and Ordinances, updated to take full account of Council’s consideration of this report. In my view, this will require the development of a suite of

regulations/procedures to support the updated Ordinances or, alternatively, incorporating the regulation/procedure within the revised Ordinance itself.

## **12. Other Issues**

- 12.1 Senate – reviewing the operation and effectiveness of Senate is not part of this report. A separate review of Senate is now timely and Council may wish to give early consideration to how best to take this forward.
- 12.2 Court – reviewing the operation and effectiveness of Court is not part of this review. Under the University’s Charter, the role of Court is to ‘serve as a forum for the engagement of the wider community within the University.’ Given this remit, and the appointment of the Vice-Chancellor Elect, it may be useful to review the current operation and effectiveness of Court, including its size and composition, to ensure that this continues to add value and to support the University deliver on its strategic ambition.
- 12.3 Policies and Procedures – it is important that lay members of Council are engaged in activities which add value and strengthen corporate governance. In this context, I would encourage management to review all current policies and procedures to ensure that the involvement of lay members is truly additive and a good use of their valuable time. For example, I understand that Selection Committees for the appointment of professorial staff currently require a lay member of Council – this is not, in my view, adding value or strengthening corporate governance.
- 12.4 Secretary to Council – the independence of this position is essential in underpinning effective corporate governance. Whilst the current Secretary to Council reports to the Registrar and Chief Operating Officer, the independence of the position in relation to the operation of Council is set out clearly in Ordinance 21. In discharging this function, the Secretary is ‘responsible solely to the Council and reports directly to the Chair of the Council.’ In my view, the wider responsibilities of the current Secretary to Council, including those relating to the senior management team, enhance the degree of independence by ensuring that the link between the management and governance structures of the University is not only observed but fully respected – my recommendations in Section 9 take this fully into account.

12.5 Communications – consideration should be given to the timely issue of a specific communication to staff, summarising the key issues dealt with by Council at the end of each cycle of business. This will enhance the visibility and understanding of the important role and function of Council, and its Committees, and fully demonstrate transparency and openness in the corporate governance arrangements of the University. The availability of pen pictures on the University’s website, for all Council members, would also be beneficial.

### **13. Conclusion**

13.1 In undertaking this review, I have been impressed by Council’s commitment to change and to continuous improvement. The suite of proposals (recommendations and suggestions) in this report seek to recognise and respond to that commitment and to chart a way forward which will further enhance the system of corporate governance operating within Swansea University.

13.2 Success will require a strong partnership between Council, the Secretary to Council, the Vice-Chancellor, senior management and the wider University community. This partnership must continue to be anchored to a set of constructive relationships based on mutual respect, trust and honesty.

13.3 The proposals in this report are interdependent and interconnected. I fully recognise that it will be for Council, after consideration of the report, to accept, in full or part, the proposals contained therein. Implementation of the proposals, if approved, will require changes to the current Instruments of Governance.

13.4 In this context, I would recommend that Council establishes a small Project Group to take forward the development and implementation of a comprehensive Action Plan to give effect to its decision. This Project Group would be serviced and supported by the Secretary to Council, with appropriate input from relevant officers of the University.

**Council Effectiveness Review – 2012: Recommendations and Suggested Actions**

**P1213-806**

**(revised 12/04/2019)**

	<i>Recommendation</i>	<i>Suggested Actions</i>	<i>Action By</i>	<i>Target Date</i>	<i>Update</i>
1	That an effectiveness review of Senate should be carried out within five years.	Agreed	V-C	By 2017	Outstanding
2	That new Council members should be appointed when the normal maximum term has been reached unless there are strong reasons to do otherwise.	The Nominations Committee had already initiated actions to minimise multiple re-appointments of co-opted members and lay officers.  These actions need to continue and to be extended to appointments to Council by other bodies.	Nominations Committee and Secretary to Council	Ongoing	In progress (3 members of Council are serving beyond two terms but there are plans to address 2 of these by Sept 2019)
3	That the size of Council should be reduced in due course, if possible to 25 members.	Await the WG response to the relevant recommendations in its commissioned review of HE governance in Wales – “Achievement and accountability” (John McCormack, March 2011). A significant reduction in the size of HE governing bodies may be required in the medium term.	Secretary to Council	tbc	Outstanding
4	That diversity considerations should remain high on the agenda of the Nominations Committee.	Agreed – Statements that the University wishes to enhance the diversity profile of Council and its committees will be included in the adverts and calls for appointments to these bodies.	Secretary to Council	Ongoing	Actioned

	<b>Recommendation</b>	<b>Suggested Actions</b>	<b>Action By</b>	<b>Target Date</b>	<b>Update</b>
5	That consideration is given to whether the number of committees could be further reduced.	Agreed, but needs to be informed by the WG's response to the McCormick report on HE governance in Wales. (See recommendation 3, above.)	Vice-Chancellor	tbc	Actioned
6	That sustained steps should be taken to ensure a good response to effectiveness review surveys.	Agreed	Members of Council	Ongoing	Actioned
7	Nominations Committee could table its recommendations with background information.	Agreed. Non-urgent recommendations and decisions will continue to be reported via formal minutes (which are submitted to the following meeting of Council).	Secretary to Council	Ongoing	Actioned
8	1 to 1 occasional review meetings between the Chair and other Council members (not only lay) should take place at least every three years.	Agreed. Meetings to take place on the dates of Council meetings.	Chair of Council and Secretary to Council	From October 2013 Council	Actioned (Meetings are offered but take up by members has been mixed)
9	(a)The time spent on certain presentations to Council should be reduced and (b) the auditor should attend Council when Council is asked to approve the accounts.	(a) A review will be conducted by the Chair of Council and the Secretary to Council.  (b) Agreed	(a) Secretary to Council  (b) Director of Finance	(a) By October 2013  (b) From December 2013	Actioned  Actioned





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REVIEWING GOVERNING BODY  
EFFECTIVENESS IN HIGHER EDUCATION  
SHORT SURVEY

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# Governance

The Leadership Foundation supporting governing bodies across the UK

## Introduction

### **Background to the survey tool**

This short form survey is a companion tool to the [Framework](#) developed by the Leadership Foundation, which sets out the key factors for consideration of higher education governing body effectiveness. The Framework is intended as a tool to support higher education providers when they are conducting their effectiveness reviews.

Our Framework is not designed to be prescriptive. As a 'map', the Framework helps to clarify the many inter-related factors involved in making governing bodies effective. It is designed to aid review and discussion, rather than be used as an audit for compliance purposes or as a 'box ticking' exercise.

The questions in the survey can be used as a quantitative questionnaire, or to help develop interview schedules and associated lines of enquiry for use in a qualitative review, or for both these approaches.

In this survey governing body members are asked the extent to which they agree or disagree with a set of questions related to effective governance, to justify their answers by describing what happens in practice, and to identify if there are areas where improvements could be made or issues exist.

# Governance

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## Enablers of an effective governing body: Commitment to effective governance

The first seven questions are about the enablers of an effective governing body, that is the factors providing the foundations for effective governance. Without these enablers being in place it is highly unlikely that a governing body could be effective. However, the enablers by themselves do not ensure effective governing bodies, but rather create the necessary conditions for effectiveness.

\*1. To what extent do you agree or disagree that there is a genuine and shared understanding about and commitment by both the governing body and the executive to ensure effective governance? *Please choose one response*

- |   |  |
|---|--|
| <input type="checkbox"/> Strongly disagree          | <input type="checkbox"/> Partially agree |
| <input type="checkbox"/> Disagree                   | <input type="checkbox"/> Agree           |
| <input type="checkbox"/> Partially disagree         | <input type="checkbox"/> Strongly agree  |
| <input type="checkbox"/> Neither agree nor disagree | <input type="checkbox"/> Don't know      |

In what ways is that shared commitment demonstrated in practice?

Please enter text

2. Are there any issues arising or improvements that could be made to better foster a shared understanding and commitment?

Please enter text

# Governance

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## Enablers of an effective governing body: Commitment to effective governance

\*3. To what extent do you agree or disagree that the governing body does the following:

### PLEASE CHOOSE ONE RESPONSE PER ROW

	Strongly disagree	Disagree	Partially disagree	Neither agree nor disagree	Partially agree	Agree	Strongly agree	Don't know
Regularly reviews its own performance?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Demonstrates a commitment to continuously improving its effectiveness?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In what ways does the governing body demonstrate its commitment to continuous improvement?

Please enter text

4. Approximately how regularly does the governing body review its own performance?

### PLEASE CHOOSE ONE RESPONSE

- Never
- Less than every four years
- Every four years
- Every two years
- At least annually
- Don't know
- Other (please specify)

Please enter text

# Governance

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## Enablers of an effective governing body: Effective governance structures and processes

5. To what extent do you agree or disagree that there are effective arrangements in place for involving staff and students in the governing body (and its committees where relevant)?

### PLEASE CHOOSE ONE RESPONSE

- |   |  |
|---|--|
| <input type="checkbox"/> Strongly disagree          | <input type="checkbox"/> Partially agree |
| <input type="checkbox"/> Disagree                   | <input type="checkbox"/> Agree           |
| <input type="checkbox"/> Partially disagree         | <input type="checkbox"/> Strongly agree  |
| <input type="checkbox"/> Neither agree nor disagree | <input type="checkbox"/> Don't know      |

What arrangements are in place?

Please enter text

6. To what extent do you agree or disagree that mechanisms are in place as follows:

### PLEASE CHOOSE ONE RESPONSE PER ROW

	Strongly disagree	Disagree	Partially disagree	Neither agree nor disagree	Partially agree	Agree	Strongly agree	Don't know
For the governing body to be confident in the institutional processes for maintaining the quality and standards of teaching and learning?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
To enable the governing body to be assured as to financial stability and value-for-money?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
To allow the governing body to be assured that the institution has effective processes in place to enable ethical policies and behaviours in the management of risk?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

What mechanisms are in place?

Please enter text

# Governance

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Enablers of an effective governing body: Effective governance structures and processes

7. Are there any issues arising from, or improvements that could be made to these mechanisms?

Please enter text

# Governance

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## Governing body membership

8. To what extent do you agree or disagree that there are processes in place to ensure recruitment of governing body members addresses the requirements of equality and diversity (in all senses of the term)? *Please choose one response*
- |   |  |
|---|--|
| <input type="checkbox"/> Strongly disagree          | <input type="checkbox"/> Partially agree |
| <input type="checkbox"/> Disagree                   | <input type="checkbox"/> Agree           |
| <input type="checkbox"/> Partially disagree         | <input type="checkbox"/> Strongly agree  |
| <input type="checkbox"/> Neither agree nor disagree | <input type="checkbox"/> Don't know      |

What are the main reasons for your answer?

Please enter text

9. To what extent do you agree or disagree that the following takes place:

PLEASE CHOOSE ONE RESPONSE PER ROW

	Strongly disagree	Disagree	Partially disagree	Neither agree nor disagree	Partially agree	Agree	Strongly agree	Don't know
The recruitment of governing body membership is effectively managed?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The succession planning for governing body membership is effectively managed?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

What are the main reasons for your answer?

Please enter text



# Governance

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## Governing body membership

10. To what extent do you agree or disagree that the contribution of all members (including the chair) is regularly reviewed using processes agreed by the governing body?

### PLEASE CHOOSE ONE RESPONSE

- |   |  |
|---|--|
| <input type="checkbox"/> Strongly disagree          | <input type="checkbox"/> Partially agree |
| <input type="checkbox"/> Disagree                   | <input type="checkbox"/> Agree           |
| <input type="checkbox"/> Partially disagree         | <input type="checkbox"/> Strongly agree  |
| <input type="checkbox"/> Neither agree nor disagree | <input type="checkbox"/> Don't know      |

In which way is the contribution of members reviewed and how regularly?

Please enter text



# Governance

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Governing body commitment to organisational vision, culture and values

11. To what extent do you agree or disagree that the governing body demonstrates an understanding of and commitment to the institution's vision, ethos and culture?

PLEASE CHOOSE ONE RESPONSE

- |   |  |
|---|--|
| <input type="checkbox"/> Strongly disagree          | <input type="checkbox"/> Partially agree |
| <input type="checkbox"/> Disagree                   | <input type="checkbox"/> Agree           |
| <input type="checkbox"/> Partially disagree         | <input type="checkbox"/> Strongly agree  |
| <input type="checkbox"/> Neither agree nor disagree | <input type="checkbox"/> Don't know      |

How is that commitment and understanding demonstrated in practice?

Please enter text

# Governance

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## Effective strategic development and performance measurement

12. To what extent do you agree or disagree that the governing body does the following:

PLEASE CHOOSE ONE RESPONSE PER LINE

	Strongly disagree	Disagree	Partially disagree	Neither agree nor disagree	Partially agree	Agree	Strongly agree	Don't know
Receives assurance that regular performance reviews of all academic departments and professional services are undertaken?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Where necessary receives assurance that recommendations arising from performance reviews of academic departments or professional services are implemented?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ensures that regular performance reviews of the head of institution are undertaken and reported by the Remuneration Committee?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

How is this assurance received or review undertaken?

Please enter text

13. Are there any issues arising from, or improvements that could be made to, performance monitoring and measurement to better deliver effective governance?

Please enter text

# Governance

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## Effective governing body information and communication

14. To what extent do you agree or disagree that:

PLEASE CHOOSE ONE RESPONSE PER LINE

	Strongly disagree	Disagree	Partially disagree	Neither agree nor disagree	Partially agree	Agree	Strongly agree	Don't know
Reliable and up-to-date information is provided to the governing body to ensure that it is fully informed about its legal and regulatory responsibilities?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
That there is effective communication to and from the governing body with key stakeholders?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

15. Are there any issues arising from, or improvements that could be made to, the provision of information and means of communication to better enable effective governance?

Please enter text

# Governance

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## Future governance

There is a tendency for reviews of effectiveness to be based on past or current practice, but in a highly volatile external environment many institutions will want to ensure that appropriate governance is in place to meet future needs.

16. To what extent do you agree or disagree that the governing body reviews the extent to which its existing governance arrangements are appropriate to support the institution's long term strategic plans? *Please choose one response*

- |   |  |
|---|--|
| <input type="checkbox"/> Strongly disagree          | <input type="checkbox"/> Partially agree |
| <input type="checkbox"/> Disagree                   | <input type="checkbox"/> Agree           |
| <input type="checkbox"/> Partially disagree         | <input type="checkbox"/> Strongly agree  |
| <input type="checkbox"/> Neither agree nor disagree | <input type="checkbox"/> Don't know      |

How do these reviews take place?

Please enter text

17. To what extent do you agree or disagree that the governing body actively ensures it has assurance on the standards of the institution's:

**PLEASE CHOOSE ONE RESPONSE PER ROW**

	Strongly disagree	Disagree	Partially disagree	Neither agree nor disagree	Partially agree	Agree	Strongly agree	Don't know
Academic awards?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Student experience?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

How is this assurance received?

Please enter text

# Governance

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## Working relationships and behaviour

This section is about the interactions amongst governors within the boardroom that enable effective governance to take place.

18. To what extent do you agree or disagree with the following:

PLEASE CHOOSE ONE RESPONSE PER ROW

	Strongly disagree	Disagree	Partially disagree	Neither agree nor disagree	Partially agree	Agree	Strongly agree	Don't know
That governing body meetings and business are conducted and chaired in a way which encourages the active involvement of all members in discussions and decision-making?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Working relationships between governing body members and the institution's executive are good?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
A positive atmosphere exists to support effective governance?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The need for constructive challenge by the governing body is understood and accepted by both members and the executive?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Constructive challenge is undertaken appropriately?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

19. Are there any issues arising from, or improvements that could be made to working relationships and behaviours?

Please enter text

# Governance

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## Outcomes of an effective governing body

Assessing the outcomes of a governing body provides clear evidence of effective governance or otherwise, and helps determine the extent to which a governing body 'adds value'. In this respect the real value of governing bodies lies in what they achieve in terms of outcomes.

20. To what extent do you agree or disagree that the governing body has assurance that:

PLEASE CHOOSE ONE RESPONSE PER ROW

	Strongly disagree	Disagree	Partially disagree	Neither agree nor disagree	Partially agree	Agree	Strongly agree	Don't know
Planned outcomes agreed as part of the strategic plan are being regularly monitored and assessed to ensure that satisfactory progress is being achieved?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agreed standards of organisational financial health and sustainability are being achieved?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Required standards of accountability are being achieved, as is compliance with legal, regulatory and charitable requirements?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Defined quality levels for the student experience, including related academic and service provision, are being achieved?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Risks are well-managed (including risks from collaborative activity and partnerships) and organisational reputation is protected?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The governing body ensures there is effective organisational leadership?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
External and internal stakeholders have a high degree of confidence in the organisation and its governance?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

What are the main reasons for you answers?

Please enter text

# Governance

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## Outcomes of an effective governing body

21. Do you have any further comments on the outcomes of an effective governing body?

Please enter text

## About you

Finally, please provide the following details about you and your role on the governing body. This information is solely to aid analysis and benchmarking and will remain confidential to the Leadership Foundation's research team.

22. What type of governing body member are you?

### PLEASE CHOOSE ONE RESPONSE

- Chair/convener
- External/lay member
- Executive/senior manager member
- Staff (including Senate/Academic Board) member
- Student member
- Other (please specify)

Please enter text

23. How long have you been a member of the institution's governing body?

Please enter text



## **Council Appraisals Sample Topics/Questions**

### (i) General Governance

- Do you feel that we are achieving an appropriate balance between governance and management?
- What differences have you found in the way in which Council operates, when compared to other Boards on which you are or have been a member?
- What do you see as the main changes in governance in the next five years and what do you see as the implications for Council?

### (ii) Governance in Higher Education

- Do you feel that the size, experience, skills and diversity of Council membership is appropriate to meet its roles and responsibilities?
- Are you clear about your responsibilities as a member of Council?
- Do you feel that the existing roles, responsibilities and accountabilities of Council and its core Committees are clearly defined and understood?
- Do you feel that the arrangements for Council and core Committee meetings (number, timing, location, length and administration) are fit for purpose?
- Do you feel that the information you receive as a member of Council facilitates effective decision-making? Can you think of any ways in which this could be improved?

### (iii) Risk Governance

- Do you feel that Council responds effectively to changing circumstances?
- Do you feel Council is well informed on likely changes within the external environment and any major implications for governance?
- Do you feel that the University does enough to bring key risks to your attention?
- Are you provided with sufficient information to be assured that these risks are being managed?
- Are you clear on your responsibilities as a Charity Trustee?

### (iv) Involvement in the University

- Do you have any involvement with the University outside of formal meetings?
- Do you find the time commitment, in preparing for and attending meetings, reasonable and in line with your expectations on joining?
- How effectively is your time used and what might be done to make it more effective?
- How would you characterise relationships within Council and what might be done to make these more effective?
- How would you characterise relationships between Council and the Senior Management Team and what might be done to make these more effective?

### (v) Developing Strategy and Managing Performance

- Are you clear on the University's strategic priorities and the challenges the University is facing in delivering against these?
- Do you feel that the annual Corporate Performance Management Report is effective in allowing Council to measure and evaluate institutional performance?

(vi) Staff and Student Members on Council

- How well does participation by staff and student representatives work on Council?
- How well do the induction/support arrangements for staff/student representatives work and how could these be improved?
- How much contact do Council members have with students outside the boardroom, and should this be increased?

(vii) Commitment to Vision, Culture and Values

- Do you feel that Council understands, and is committed to, the institution's vision, culture and core values?
- Do you think Council demonstrates an active implementation of the principles of good conduct in public life?
- Do you feel that the communications to and from Council, within the University and with key stakeholders/the public at large, is effective?

(viii) Personal Effectiveness as a Member of Council

- Can you identify the main strengths and weaknesses in your own performance on Council/core Committees in the last year?
- Are there any major gaps in your core knowledge and skills that, if addressed, would enable you to enhance your contribution on Council?
- What additional training, support or development might help in this respect?
- Do you feel comfortable in contributing to discussions/debates at Council and is there anything we could do to empower you to participate more actively?
- In what ways could your skills and experience be better used by Council?
- Do you enjoy membership on Council and feel motivated to make a genuine contribution?
- If you had to take one action in the next year to enhance your performance as a member of Council, what would this be?